

EXHIBIT "E"



SENT VIA FAX AND CERTIFIED MAIL

TO: Susan Perlmutter
S & D Holdings, Inc.

FROM: CHECKCARE ENTERPRISES, LLC, a Kentucky limited liability company
Chris McCarty

DATE: March 10, 2006

Effective immediately, this shall serve as written notification pursuant to paragraph 13(j) of form of agreement 013195MTR ("FA95"), paragraph 14(j) of form of agreement 013196MTR ("FA96") and paragraph 14(k) of form of agreement 061198 ("FA98"), 073199 ("FA99") and 101000 ("FA00") that certain "Covenants" contained in Section 13 of FA95, Section 14 of FA96 and Section 14 of FA98, FA99 and FA00 are hereby modified as follows:

Paragraph 13(d) of FA95, Paragraph 14(d) of FA96, and Paragraph 14(e) of FA98, FA99 and FA00 are withdrawn in their entirety.

Paragraph 13(e) of FA95, Paragraph 14(e) of FA96, and Paragraph 14(f) of FA98, FA99 and FA00 are withdrawn in their entirety.

Paragraph 13(g) of FA95, Paragraph 14(g) of FA96, and Paragraph 14(h) of FA98, FA99 and FA00 are withdrawn in their entirety.

Paragraph 13(h) of FA95, Paragraph 14(h) of FA96, and Paragraph 14(i) of FA98, FA99 and FA00 are replaced with the following provision:

Franchisee covenants that during the term of this Agreement, any renewal thereof, and for a period of two (2) years after the expiration or termination of this Agreement, Franchisee shall not compete against Franchisor or any other Franchisee of Franchisor within the Franchise Area for himself, or through, on behalf of, or in conjunction with any person, persons, partnership, or corporation by: (1) engaging, as a principal, manager or in a supervisory capacity in any Competing Business; (2) by having an ownership interest in any Competing Business; or (3) by serving as an employee of or consultant to any Competing Business, wherein Franchisee would, in the regular and ordinary course of such employment or consultation, be called upon to reveal, base

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judgment upon, or otherwise use any Confidential Information or Trade Secrets that Franchisee received, obtained or acquired during, or as a consequence of conducting the Franchise Business.

Paragraph 13(i) of FA95, Paragraph 14(i) of FA96, and Paragraph 14(j) of FA98, FA99 and FA00 are withdrawn in their entirety.

DATED: March 10, 2006



Chris McCarty, Chairman
CHECKCARE ENTERPRISES, LLC,
a Kentucky limited liability company

SENDER: COMPLETE THIS SECTION <ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 		COMPLETE THIS SECTION ON THE REVERSE	
1. Article Addressed to: Susan Perlmutter S & D Holdings, Inc. 4821 American Way, Suite 201 Memphis, TN 38118		A. Signature  <input type="checkbox"/> Agent <input type="checkbox"/> Addressee B. Received by (Printed Name) <input type="text" value="39806"/> C. Date of Delivery <input type="text" value="39806"/> D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No	
2. Article Number <i>(Transfer from service label)</i> <input type="text" value="7003 0010 0003 0363 3141"/>		3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.	
4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes			
PS Form 3811, August 2001		Domestic Return Receipt 102505-02-N-1540	

